

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
JACKSON
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 860-9700
FAX (214) 860-9750
DIRECT DIAL:

RECORDATION NO. 16017-~~222~~ yyy
JAN 24 1997 3 45 PM
FILED 1425
222 AAAA

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-16)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Sixteenth Supplement to Equipment Trust Agreement, a primary document, dated as of January 21, 1997, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated January 21, 1997, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 21, 1997, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated January 21, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Sixteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos.

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SURFACE TRANSPORT
BOARD
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Edward M. Lwin
Counterpart -

McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-AAA; the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF; the Twelfth Supplement to Equipment Trust Agreement dated as of December 21, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-HHH on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-III and 16017-JJJ; the Thirteenth Supplement to Equipment Trust Agreement dated as of February 16, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-LLL on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MMM and 16017-NNN; the Fourteenth Supplement to Equipment Trust Agreement dated as of August 27, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-QQQ on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-RRR and 16017-SSS; and the Fifteenth Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TTT on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 16017-UUU and 16017-VVV.

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One Hundred Sixty One (161) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay (21W) New York, New York 10286.

The railroad equipment covered by the Sixteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

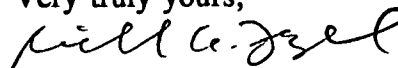
Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Sixteenth Supplement to Equipment Trust Agreement, a primary document, dated as of January 21, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Sixty-Four (64) railcars, and (ii) Assignment, a primary document, dated January 21, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering Sixty-Four (64) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated January 21, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated January 21, 1997, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

EXHIBIT A

1. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1810, 1828, 1830, 1846 TILX 1849, 1867, 1868, 1877 TILX 1881, 1885, 1894, 1895 TILX 1905, 1921, 1951, 1952 TILX 1954, 1958, 1959, 1981 TILX 1984, 1986, 1990, 1993 TILX 1996, 1997, 2001, 2004

2. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company covering the following described railroad cars (Partial Riders 1 and 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
33	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1450, 1454, 1458, 1463 TILX 1464, 1468, 1503, 1506 TILX 1520, 1525, 1529, 1534 TILX 1539, 1540, 1543, 1636 TILX 1642, 1643, 1645, 1646 TILX 1651, 1658, 1660, 1661 TILX 1662, 1689, 1814, 1816 TILX 1831, 1863, 1927, 1937 TILX 1942

3. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Riders 9 and 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511164-511201 TILX 511203-511208, 511462 TILX 511464, 511465, 511467 TILX 511470, 511472-511474 TILX 511479, 511481-511484 TILX 511486, 511491, 511493 TILX 511494, 511498, 511501 TILX 511511, 511513, 511523 TILX 511525, 511532, 511543 TILX 511638, 511656, 511675 TILX 511678, 511679 TILX 511684-511709

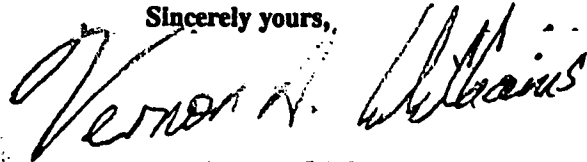
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

Richard A. Fogel
McGlinchey Stafford Lang
2777 Stemmons Freeway
Suite 925
Dallas, TX. 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1-24-97 at 3:45 PM, and assigned recordation number(s) 16017-XXX, YYY, ZZZ and AAAA.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

RECORDATION NO. 6017 - KKK
JAN 24 1997 - 3 45 PM

**SIXTEENTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of January 21, 1997

Between

THE BANK OF NEW YORK
(a New York Banking Corporation), SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

SIXTEENTH SUPPLEMENT dated as of January 21, 1997 (herein called this "Supplement"), to the Equipment Trust Agreement dated as of November 4, 1988 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on November 8, 1988 under Recordation No. 16017.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the STB on November 29, 1989, under Recordation No. 16017-I. The Second Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Trustee was filed with the STB on August 20, 1992, under Recordation No. 16017-N. The Third Supplement to the Trust Agreement, dated August 26, 1992, between the Company and the Trustee was filed with the STB on August 28, 1992 under Recordation No. 16017-S. The Fourth Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the STB on September 1, 1993, under Recordation No. 16017-U. The Fifth Supplement to the Trust Agreement, dated November 23, 1993, between the Company and the Trustee was filed with the STB on November 24, 1993, under Recordation No. 16017-Y. The Sixth Supplement to the Trust Agreement, dated February 23, 1994, between the Company and the Trustee was filed with the STB on February 23, 1994, under Recordation No. 16017-CC. The Seventh Supplement to the Trust Agreement, dated August 30, 1994, between the Company and the Trustee was filed with the STB on August 30, 1994, under Recordation No. 16017-LL. The Eighth Supplement to the Trust Agreement, dated September 23, 1994, between the Company and the Trustee was filed with the STB on September 28, 1994, under Recordation No. 16017-PP. The Ninth Supplement to the Trust Agreement dated March 17, 1995, between the Company and the Trustee was filed with the STB on March 21, 1995, under Recordation No. 16017-TT. The Tenth Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the STB on September 25, 1995, under Recordation No. 16017-XX. The Eleventh Supplement to the Trust Agreement dated October 25, 1995 between the Company and the Trustee was filed with the STB on October 27, 1995, under Recordation No. 16017-DDD. The Twelfth Supplement to the Trust Agreement dated December 21, 1995 between the Company and the Trustee was filed with the STB on December 26, 1995, under Recordation No. 16017-HHH. The Thirteenth Supplement to the Trust Agreement dated February 16, 1996 between the Company and the Trustee was filed with the STB on February 23, 1996, under Recordation No. 16017-LLL. The Fourteenth Supplement to the Trust Agreement dated August 27, 1996 between the Company and the Trustee was filed with the STB on September 3, 1996, under Recordation No. 16017-QQQ. The Fifteenth Supplement to the Trust Agreement dated December 5, 1996 between the Company and the Trustee was filed with the STB on December 19, 1996, under Recordation No. 16017-TTT.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the One Hundred Sixty-One (161) railroad cars described on Exhibit C hereto (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement through this Supplement.

5. This Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Supplement. It shall not be necessary in making proof of this Supplement to produce or account for more than one such counterpart.

6. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.


IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:


Assistant Secretary

By:


F. Dean Phelps
Vice President

[SEAL]

THE BANK OF NEW YORK, Successor Trustee

By: Mary Jane Morrissey
Name: Mary Jane Morrissey
Title: Vice President

Attest:

Dean Phelps

STATE OF TEXAS

§
§ ss.
§

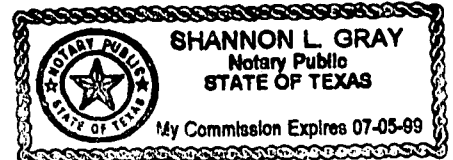
COUNTY OF DALLAS

On this 21st day of January, 1997, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Shannon L. Gray

My Commission Expires:



[SEAL]

STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 21st day of January, 1997, before me personally appeared Mary Jane Morrissey, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

William J. Cassels

My Commission Expires:

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998

[SEAL]

EXHIBIT A

1. **Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Riders 13 and 14):**

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
64	5161 cu. ft. Lo Covered Hopper Cars	ADMX 49131-49194

Series 7

**EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT**

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
64 Hopper Cars	Lo	5161 cu. ft.	ADMX 49131-49194	09/96

EXHIBIT C

1. Railroad Car Lease Agreement, dated January 21, 1981, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
28	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1810, 1828, 1830, 1846 TILX 1849, 1867, 1868, 1877 TILX 1881, 1885, 1894, 1895 TILX 1905, 1921, 1951, 1952 TILX 1954, 1958, 1959, 1981 TILX 1984, 1986, 1990, 1993 TILX 1996, 1997, 2001, 2004

2. Railroad Car Lease Agreement, dated August 14, 1985, between Trinity Industries Leasing Company and Bartlett and Company covering the following described railroad cars (Partial Riders 1 and 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
33	4,750 cu. ft. Lo Covered Hopper Cars	TILX 1450, 1454, 1458, 1463 TILX 1464, 1468, 1503, 1506 TILX 1520, 1525, 1529, 1534 TILX 1539, 1540, 1543, 1636 TILX 1642, 1643, 1645, 1646 TILX 1651, 1658, 1660, 1661 TILX 1662, 1689, 1814, 1816 TILX 1831, 1863, 1927, 1937 TILX 1942

3. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A.E. Staley Manufacturing Company covering the following described railroad cars (Partial Riders 9 and 10):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
100	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511164-511201 TILX 511203-511208, 511462 TILX 511464, 511465, 511467 TILX 511470, 511472-511474 TILX 511479, 511481-511484 TILX 511486, 511491, 511493 TILX 511494, 511498, 511501 TILX 511511, 511513, 511523 TILX 511525, 511532, 511543 TILX 511638, 511656, 511675 TILX 511678, 511679 TILX 511684-511709